

ARTICLES OF ASSOCIATION OF**LOUIS "SANDY" JAVELLE MEMORIAL SCHOLARSHIP FUND FOUNDATION .****I.**

We, the undersigned, being of lawful age, by these articles of Agreement have associated and do hereby associate ourselves together as a body corporate, according to the provisions of the Voluntary Corporations and Associations Act R.S.A. 292 of the State of New Hampshire and any amendments thereof or additions thereto, under the corporate name and for the purposes therein set forth.

II.

The name of this foundation shall be

Louis "Sandy" Javelle Memorial Scholarship Fund Foundation

III.

This foundation is established for the following purposes:

To help needy and deserving persons to further their education in schools, colleges and other institutions of learning without discrimination as to color, race, creed or religion.

To raise, accept, receive and administer funds for the purposes of this foundation as aforesaid and for no other purposes and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, for such objects and purposes or any of them, any property, real, personal or mixed without limitation as to amount or value, accept such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest, the principal thereof, and to deal with and expend the principal and income therefrom for any of the before mentioned purposes without limitation except such limitations if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed in trust under the terms of any will, deed of trust or other trust instrument for the foregoing purposes or any of them but for no other purposes and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including expenditures of the principal as well as the income from one or more of such purposes if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income or stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign but only for one or more of the foregoing purposes.

To accept gifts, devises and bequests of principal with reservation of rights of income as stipulated by the donor or grantor; and in general to exercise any and every power for which a non-stock charitable corporation organized under the provisions of the Laws of the State of New Hampshire and amendments thereto can be authorized to exercise.



No part of the activities of this foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

IV.

The principal place of business of this foundation shall be located 115 Souhegan Street, Milford, County of Hillsborough, State of New Hampshire but the foundation may carry on any portion of its business at any other place within or without said State. Meetings of the Trustees of the Foundation may be held either within or without the State of New Hampshire as the call for the meeting shall provide.

V.

There shall be no capital stock of this foundation.

VI.

The number of officers and directors of this foundation, their respective terms of office, mode of election, respective duties and all other things appertaining thereto shall be defined and established in bylaws to be adopted by the foundation.

VII.

The Board of Trustees shall consist of five members. One Trustee shall always be a family member of Louis "Sandy" Javelle, and two members of the Board of Trustees shall always be friends of the late Louis "Sandy" Javelle. The remaining two members shall be and must be members of one of the following organizations:

- A. Duck Unlimited
- B. Ruffed Grouse Society
- C. New Hampshire Wildlife Federation
- D. Lone Pine

Interest of Directors or officers in contract or transaction; ratification by shareholders; indemnification of officers and directors: No contract or other transaction between the foundation and no other act of the foundation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the Trustees of the foundation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Trustee of the foundation individually, or any firm or association of which any Trustee may be a member may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the foundation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Trustees or a majority of such

members thereof as shall be present at any meeting of the Board of Trustees at which action upon any such contract or transaction shall be taken. Any Trustee of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Trustees which shall authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or not so interested. Any Trustee of the foundation may vote upon any contract or other transaction between the foundation and any subsidiary or affiliate corporation.

Any contract, transaction or act of the foundation or of the Trustees, which shall be ratified by a majority of a quorum of the Trustees at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law or by the Certificate of Incorporation of the foundation, be as valid and as binding as though ratified by every Trustee of the foundation; provided, however, that any failure of the Trustees to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the foundation, its Trustees, officer or employees, of its or their right to proceed with such contract, transaction or act.

The members of the Board of Trustees and officers shall not be entitled to fees, salaries or other compensation for their services to the foundation.

The Board of Trustees of the Foundation shall have power to hold their meetings, to have an office or offices, and to keep the books of the foundation subject to the provisions of the laws of New Hampshire, outside of said State at such place or places as may from time to time be designated by the by-laws or by resolution of the trustees.

VIII

The foundation is organized exclusively for charitable, religious, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code.

IX

No part of the net earnings of the foundation shall inure to the benefit or, or be distributable to its members, trustees, officers, or other private persons, except that the foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the foundation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or (b) by an organization,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

X

Upon the dissolution of the foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose or Charitable Foundation as listed in Article VIII if it is a Section 501(c)(3) organization.

XI

No member of the selection committee and/or their relatives for the selection of the recipients of the scholarships or loans from said foundation are eligible to receive scholarships or loans.

XII.

The organization meeting of the Trustees shall be held on the _____ day of _____, 2003 at _____ and we hereby waive all further notice of the same.

XIII

The existence of the corporation shall be perpetual.

Dated at Milford, New Hampshire this 9th day of November 2003.

Michael Douglas
Michael Douglas

115 Souhegan Street
Milford, NH 03055

SM Tony Haigh
Tony Haigh

P. O. Box 137
New Ipswich, NH 03071

Robert Willard
Robert Willard

11 Nancy Court
Nashua, NH 03062

Lois Midwood
Lois Midwood

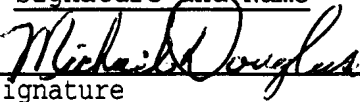
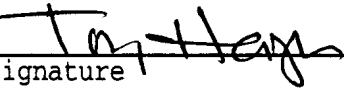
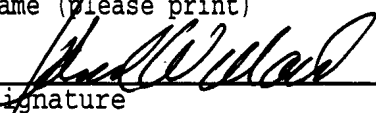
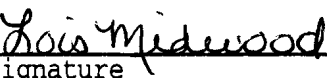
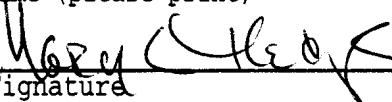
10 Browning Terrace
Reading, MA 01867

Mary Cartledge
Mary Cartledge

8 Glen Road
Reading, MA 01867

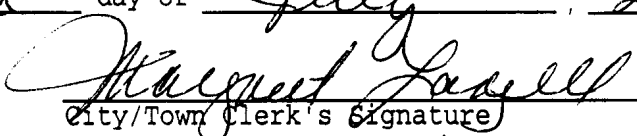
Mary Ottmans, Notary Public
My Commission expires 12-15-04

Article 8. Signatures and post office address of each of the persons associating together to form the corporation: (Note 3)

| <u>Signature and Name</u> | <u>Post Office Address</u> |
|--|--|
| 1. <u></u> Signature | <u>115 Souhegan Street</u> Street |
| <u>Michael Douglas</u> Name (please print) | <u>Milford NH 03055</u> City/Town State Zip |
| 2. <u></u> Signature | <u>P. O. Box 137</u> Street |
| <u>Tony Haigh</u> Name (please print) | <u>New Ipswich NH 03071</u> City/Town State Zip |
| 3. <u></u> Signature | <u>11 Nancy Court</u> Street |
| <u>Robert Willard</u> Name (please print) | <u>Nashua NH 03062</u> City/Town State Zip |
| 4. <u></u> Signature | <u>10 Browning Terrace</u> Street |
| <u>Lois Midwood</u> Name (please print) | <u>Reading MA 01867</u> City/Town State Zip |
| 5. <u></u> Signature | <u>8 Glen Road</u> Street |
| <u>Mary Cartledge</u> Name (please print) | <u>Reading MA 01867</u> City/Town State Zip |

City/Town Clerk's office, City/Town of Milford

Received and recorded this 25th day of July, 2005
(Note 4)


City/Town Clerk's Signature

MARGARET Langell
City/Town Clerk's Name (Please Print)

- Notes:
1. Recording fee payable to: N. H. Secretary of State.
 2. If no provision eliminating or limiting personal liability, insert "none".
 3. At least five signatures are required.
 4. Must be recorded with the Clerk of the City/Town of the principal place of business prior to recording with the Secretary of State.
(Fee payable to the clerk is \$5.00.)

Mail \$25.00 STATE FEE and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH)
to: Secretary of State, State House, 107 North Main Street, Concord, NH 03301